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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2009

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

For calendar year 2009, or tax year beginning , and ending

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return
☐ Amended return ☐ Address change ☐ Name change

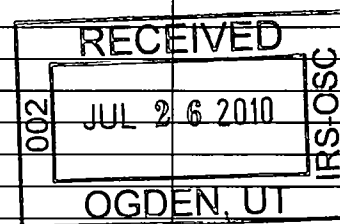
Use the IRS label. Otherwise, print or type. See Specific Instructions.	Name of foundation E.L. AND THELMA GAYLORD FOUNDATION		A Employer identification number 73-1463569
	Number and street (or P.O. box number if mail is not delivered to street address) Room/suite P.O. BOX 25125		B Telephone number 405/475-3200
	City or town, state, and ZIP code OKLAHOMA CITY, OK 73125		C If exemption application is pending, check here <input type="checkbox"/>
	H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 183,017,349. (Part I, column (d) must be on cash basis)		J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
			F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		74,498.	74,498.		STATEMENT 1
4 Dividends and interest from securities		4,720,816.	4,720,816.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		<1,504,147.>			
b Gross sales price for all assets on line 6a		24,348,344.			
7 Capital gain net income (from Part IV, line 2)			0.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		<73,420.>	<73,420.>		STATEMENT 3
12 Total. Add lines 1 through 11		3,217,747.	4,721,894.		
13 Compensation of officers, directors, trustees, etc		180,000.	140,000.		40,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		22,490.	15,490.		7,000.
c Other professional fees STMT 5		57,237.	55,064.		2,173.
17 Interest					
18 Taxes STMT 6		180,475.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		355.	0.		355.
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		440,557.	210,554.		49,528.
25 Contributions, gifts, grants paid		8,733,520.			8,733,520.
26 Total expenses and disbursements. Add lines 24 and 25		9,174,077.	210,554.		8,783,048.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<5,956,330.>			
b Net investment income (if negative, enter -0-)			4,511,340.		
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED JUL 29 2010

Revenue

Operating and Administrative Expenses



14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing		1.		
	2	Savings and temporary cash investments		17,770,812.	25,435,259.	25,454,122.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		375,000.	114,360.	114,360.
	10a	Investments - U.S. and state government obligations STMT 7		15,797,151.	10,176,289.	10,788,950.
	b	Investments - corporate stock STMT 8		108,588,414.	109,282,980.	96,444,833.
	c	Investments - corporate bonds STMT 9		53,808,540.	43,732,842.	43,288,562.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 10		6,327,995.	7,969,853.	6,926,522.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers)		202,667,913.	196,711,583.	183,017,349.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		125,457,383.	125,457,383.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		77,210,530.	71,254,200.		
30	Total net assets or fund balances		202,667,913.	196,711,583.		
31	Total liabilities and net assets/fund balances		202,667,913.	196,711,583.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	202,667,913.
2	Enter amount from Part I, line 27a	2	<5,956,330.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	196,711,583.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	196,711,583.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED SCHEDULE			P	VARIOUS	VARIOUS
b CAPITAL GAINS DIVIDENDS					
c					
d					
e					

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 24,338,067.		25,852,491.	<1,514,424.>
b 10,277.			10,277.
c			
d			
e			

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			<1,514,424.>
b			10,277.
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	<1,504,147.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2008	9,199,536.	196,878,656.	.046727
2007	7,883,490.	227,978,621.	.034580
2006	7,314,673.	214,256,032.	.034140
2005	6,675,548.	200,280,093.	.033331
2004	6,459,205.	157,591,089.	.040987

2 Total of line 1, column (d)	2	.189765
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.037953
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	167,151,798.
5 Multiply line 4 by line 3	5	6,343,912.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	45,113.
7 Add lines 5 and 6	7	6,389,025.
8 Enter qualifying distributions from Part XII, line 4	8	8,783,048.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	45,113.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	45,113.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	45,113.
6 Credits/Payments:			
a 2009 estimated tax payments and 2008 overpayment credited to 2009	6a	189,360.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	189,360.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	144,247.	
11 Enter the amount of line 10 to be: Credited to 2010 estimated tax <input checked="" type="checkbox"/> 22,560. Refunded <input checked="" type="checkbox"/>	11	121,687.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers. <input checked="" type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input checked="" type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> OK		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► E. L. AND THELMA GAYLORD FOUNDATION Telephone no. ► 405/475-3200 Located at ► 900 BROADWAY EXTENSION, OKLAHOMA CITY, OK ZIP+4 ► 73114			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		N/A

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years: _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2009 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CHRISTY GAYLORD EVEREST 6608 N. PENNSYLVANIA AVE. OKLAHOMA CITY, OK 73116	CO-TRUSTEE 3.00	10,000.	0.	0.
DAVID O. HOGAN 4626 E. 54TH ST. #226 TULSA, OK 74135	CO-TRUSTEE 10.00	150,000.	0.	0.
MARY GAYLORD MCCLEAN P.O. BOX 100 SIMPSONVILLE, KY 40067	CO-TRUSTEE 3.00	10,000.	0.	0.
LOUISE GAYLORD BENNETT 1604 DORCHESTER DR. OKLAHOMA CITY, OK 73120	CO-TRUSTEE 3.00	10,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)***3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3 N/A	
	0.
	0.
Total. Add lines 1 through 3	0.

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	142,410,898.
b	Average of monthly cash balances	1b	23,706,614.
c	Fair market value of all other assets	1c	3,579,745.
d	Total (add lines 1a, b, and c)	1d	169,697,257.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	169,697,257.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,545,459.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	167,151,798.
6	Minimum investment return. Enter 5% of line 5	6	8,357,590.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	8,357,590.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	45,113.
b	Income tax for 2009. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	45,113.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,312,477.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	8,312,477.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	8,312,477.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	8,783,048.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	8,783,048.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	45,113.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	8,737,935.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				8,312,477.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2009:				
a From 2004				
b From 2005				
c From 2006				
d From 2007				
e From 2008	2,363,090.			
f Total of lines 3a through e	2,363,090.			
4 Qualifying distributions for 2009 from Part XII, line 4: ▶ \$ 8,783,048.				
a Applied to 2008, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	2,833,661.			
d Applied to 2009 distributable amount				5,949,387.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2009 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,363,090.			2,363,090.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	2,833,661.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2008. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2009. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2010				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2004 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2010. Subtract lines 7 and 8 from line 6a	2,833,661.			
10 Analysis of line 9:				
a Excess from 2005				
b Excess from 2006				
c Excess from 2007				
d Excess from 2008				
e Excess from 2009	2,833,661.			

Part XVII

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | | Yes | No |
|----------|--|-----|----|
| 1 | Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of: | | |
| | (1) Cash | | X |
| | (2) Other assets | | X |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | X |
| d | If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | |

[illegible]

- 2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No
- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge.

Paid Preparer's Use Only	Signature of officer or trustee <i>Christine J. Ewert</i>		Date 7-20-10		Title Trustee	
	Preparer's signature <i>Klaus M. Rudue, CPA</i>		Date 7/16/2010		Check if self-employed <input type="checkbox"/>	
Firm's name (or yours if self-employed), address, and ZIP code HOGANTAYLOR LLP 11600 BROADWAY EXTENSION, SUITE 300 OKLAHOMA CITY, OK 73114			EIN <input type="checkbox"/>		Preparer's identifying number	
			Phone no. (405) 848-2020			

Form **990-PF** (2009)

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CITI SMITH BARNEY CD	26,610.
CITI SMITH BARNEY MM FUND	46,117.
JP MORGAN	1,771.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	74,498.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
AMPLIFIER VENTURE PARTNERS CO-INVESTMENT, LP	292.	0.	292.
AMPLIFIER VENTURE PARTNERS, LP	449.	0.	449.
BARCLAYS WEALTH	33.	0.	33.
BOK PRIVATE EQUITY LP II - DIVIDENDS	356.	356.	0.
BOKF PRIVATE EQUITY LP II - DIVIDENDS	928.	0.	928.
BOKF PRIVATE EQUITY LP II - INTEREST	3,073.	0.	3,073.
BOND AMORTIZATION	<73,145.>	0.	<73,145.>
CHESAPEAKE INVESTMENTS III - DIVIDENDS	82,015.	0.	82,015.
CHESAPEAKE INVESTMENTS III - INTEREST	5,333.	0.	5,333.
CITI SMITH BARNEY-INTEREST	2,647,322.	0.	2,647,322.
JP MORGAN - #Q	1,286,289.	0.	1,286,289.
JP MORGAN - STCG	9,921.	9,921.	0.
SMITH BARNEY-DIVIDENDS	566,359.	0.	566,359.
THE OKLAHOMA PUBLISHING CO	201,868.	0.	201,868.
TOTAL TO FM 990-PF, PART I, LN 4	4,731,093.	10,277.	4,720,816.

FORM 990-PF	OTHER INCOME	STATEMENT	3
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
AMPLIFIER VENTURE PARTNERS, LP	81,641.	81,641.	
CHESAPEAKE INVESTMENTS III, LP	<110,035.>	<110,035.>	
AMPLIFIER VENTURE PARTNERS CO-INVESTMENT, LP	7,912.	7,912.	
BOKF PRIVATE EQUITY LP II	<52,937.>	<52,937.>	
P J TRAILERS	<1.>	<1.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<73,420.>	<73,420.>	

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARE 2008 FORM 990PF	7,000.	0.		7,000.
PREPARATION OF FINANCIAL STATEMENTS	15,490.	15,490.		0.
TO FORM 990-PF, PG 1, LN 16B	22,490.	15,490.		7,000.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK & BROKERAGE CHARGES	50,064.	50,064.		0.
COMPUTER EXPENSES	2,173.	0.		2,173.
CONSULTING FEES	5,000.	5,000.		0.
TO FORM 990-PF, PG 1, LN 16C	57,237.	55,064.		2,173.

FORM 990-PF	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
2008 EXCISE TAX	153,714.	0.		0.	
FOREIGN TAX WITHHELD	26,761.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	180,475.	0.		0.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS			STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE	
U.S. GOVERNMENT SEC - SMITH BARNEY	X		10,176,289.	10,788,950.	
TOTAL U.S. GOVERNMENT OBLIGATIONS			10,176,289.	10,788,950.	
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS					
TOTAL TO FORM 990-PF, PART II, LINE 10A			10,176,289.	10,788,950.	

FORM 990-PF	CORPORATE STOCK		STATEMENT	8
DESCRIPTION	BOOK VALUE		FAIR MARKET VALUE	
ASHFORD HOSPITALITY	60,350.		88,050.	
CBS CORP 67,268 SHS	995,829.		945,115.	
CIT GROUP, INC.	61,648.		44,866.	
GAYLORD ENTERTAINMENT (NEW) 371,200. SHS	9,661,956.		7,331,200.	
OTHER EQUITIES - JP MORGAN - A	65,630,488.		59,900,265.	
OTHER EQUITIES - SMITH BARNEY	21,022,467.		21,053,669.	
SECURITY DEVICES INTERNATIONAL 1,000,000 SHS	250,000.		250,000.	
THE OKLAHOMA PUBLISHING CO. 1,187,461 SHS	11,309,150.		6,447,913.	
VIACOM B 12,908. SHS	291,092.		383,755.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	109,282,980.		96,444,833.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE NOTES & BONDS - SMITH BARNEY	26,025,316.	26,108,682.
FIXED INCOME - JP MORGAN - A	10,505,000.	9,887,095.
INTERNATIONAL BONDS - SMITH BARNEY	6,230,001.	6,283,551.
PURCHASED INTEREST	19,314.	0.
TAXABLE BOND FUND - SMITH BARNEY	953,211.	1,009,234.
TOTAL TO FORM 990-PF, PART II, LINE 10C	43,732,842.	43,288,562.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
N/R P J TRAILERS, INC.	COST	242,478.	242,478.
PARTNERSHIPS	COST	2,814,632.	2,790,181.
REAL ESTATE - S/B	COST	4,912,743.	3,893,863.
TOTAL TO FORM 990-PF, PART II, LINE 13		7,969,853.	6,926,522.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
PAID DURING THE YEAR

STATEMENT 11

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALZHEIMER'S ASSOCIATION 3355 NW 58TH STREET, SUITE 220 OKLAHOMA CITY CITY, OK 73112	NONE GENERAL OPERATIONS	PUBLIC	10,000.
ARTHRITIS FOUNDATION 1200 NW 63RD STE, SUITE 301 OKLAHOMA CITY, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	5,000.
ASHEVILLE SCHOOL 360 ASHEVILLE SCHOOL ROAD ASHEVILLE, NC 28806	NONE GENERAL OPERATIONS	PUBLIC	50,000.
BETHESDA, INC. 1181 EAST MAIN NORMAN, OK 73071	NONE GENERAL OPERATIONS	PUBLIC	5,000.
BOYS AND GIRLS CLUBS OF OKLAHOMA COUNTY 3101 N. CLASSEN BLVD #203 OKLAHOMA CITY CITY, OK 73118	NONE GENERAL OPERATIONS	PUBLIC	50,000.
CALM WATERS 3525 NW 56TH STREET A-150 OKLAHOMA CITY, OK 73112	NONE GENERAL OPERATIONS	PUBLIC	10,000.
CANTERBURY CHORAL SOCIETY 428 WEST CALIFORNIA, SUITE 210 OKLAHOMA CITY CITY, OK 73102	NONE GENERAL OPERATIONS	PUBLIC	5,000.
CASADY SCHOOL 9500 N PENNSYLVANIA AVE. OKLAHOMA CITY CITY, OK 73120	NONE GENERAL OPERATIONS	PUBLIC	200,000.

E.L. AND THELMA GAYLORD FOUNDATION73-1463569

CITY CARE 2400 GENERAL PERSHING BLVD. OKLAHOMA CITY CITY, OK 73107	NONE GENERAL OPERATIONS	PUBLIC	25,000.
CIVIC CENTER FOUNDATION 201 NORTH WALKER AVENUE OKLAHOMA CITY, OK 73102	NONE GENERAL OPERATIONS	PUBLIC	150,000.
CLAREHOUSE 7324 E 49TH PL TULSA, OK 74145	NONE GENERAL OPERATIONS	PUBLIC	35,000.
COLONIAL WILLIAMSBURG FOUNDATION POST OFFICE BOX 1776 WILLIAMSBURG, VA 231871776	NONE GENERAL OPERATIONS	PUBLIC	10,000.
DAY SPRING VILLA P.O. BOX 1588 SAND SPRINGS, OK 74063	NONE GENERAL OPERATIONS	PUBLIC	2,500.
DEAN MCGEE EYE INSTITUTE 608 STANTON L. YOUNG BLVD. OKLAHOMA CITY, OK 73104	NONE GENERAL OPERATIONS	PUBLIC	660,000.
GEORGE W. BUSH FOUNDATION P.O. BOX 600610 DALLAS, TX 75206	NONE GENERAL OPERATIONS	PUBLIC	100,000.
HEARTLINE, INC. P.O. BOX 12832 OKLAHOMA CITY, OK 73157	NONE GENERAL OPERATIONS	PUBLIC	20,000.
HEARTS FOR HEARING 3525 N.W. 56TH BLDG A STE 150 OKLAHOMA CITY, OK 73112	NONE GENERAL OPERATIONS	PUBLIC	25,000.
I2E 840 RESEARCH PARKWAY OKLAHOMA CITY, OK 73104	NONE GENERAL OPERATIONS	PUBLIC	15,000.

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

INFANT CRISIS SERVICES, INC. 4224 N. LINCOLN BLVD OKLAHOMA CITY, OK 73105	NONE GENERAL OPERATIONS	PUBLIC	25,000.
JEWISH HOSPITAL & ST. MARY'S FOUNDATION 200 ABRAHAM FLEXNER WAY LOUISVILLE, KY 40202	NONE GENERAL OPERATIONS	PUBLIC	50,000.
JIM RILEY OUTREACH, INC. 2201 CARDINAL DRIVE EDMOND, OK 73013	NONE GENERAL OPERATIONS	PUBLIC	5,000.
LAST FRONTIER COUNCIL - BOY SCOUTS OF AMERICA 3031 NW 64TH ST OKLAHOMA CITY, OK 731163527	NONE GENERAL OPERATIONS	PUBLIC	106,520.
LYRIC THEATRE & ACADEMY 1727 NW 16TH STREET OKLAHOMA CITY, OK 73106	NONE GENERAL OPERATIONS	PUBLIC	200,000.
MERCY HEALTH CENTER 4300 WEST MEMORIAL ROAD OKLAHOMA CITY CITY, OK 73120	NONE GENERAL OPERATIONS	PUBLIC	50,000.
NATIONAL COWBOY & WESTERN HERITAGE MUSEUM 1700 NE 63RD STREET OKLAHOMA CITY, OK 73111	NONE GENERAL OPERATIONS	PUBLIC	1,702,000.
OASIS ADULT DAY SERVICE 3817 SOUTH LEWIS AVENUE TULSA, OK 74105	NONE GENERAL OPERATIONS	PUBLIC	40,000.
OKLAHOMA CHRISTIAN UNIVERSITY BOX 11000 OKLAHOMA CITY, OK 731361100	NONE GENERAL OPERATIONS	PUBLIC	1,500,000.
OKLAHOMA CITY NATIONAL MEMORIAL & MUSEUM POST OFFICE BOX 323 OKLAHOMA CITY, OK 73101	NONE GENERAL OPERATIONS	PUBLIC	100,000.

E.L. AND THELMA GAYLORD FOUNDATION

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OKLAHOMA CITY PHILHARMONIC 428 WEST CALIFORNIA, SUITE 210 OKLAHOMA CITY, OK 73102	NONE GENERAL OPERATIONS	PUBLIC	100,000.
OKLAHOMA HERITAGE ASSOCIATION 1400 CLASSEN DRIVE OKLAHOMA CITY CITY, OK 73106	NONE GENERAL OPERATIONS	PUBLIC	400,000.
OKLAHOMA HISTORICAL SOCIETY 2401 NORTH LAIRD AVE. OKLAHOMA CITY, OK 73105	NONE GENERAL OPERATIONS	PUBLIC	50,000.
OKLAHOMA RIVER ENDOWMENT FOUNDATION 1000 N. BROADWAY AVE. OKLAHOMA CITY, OK 73102	NONE GENERAL OPERATIONS	PUBLIC	10,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION PO BOX 1749 STILLWATER, OK 740761749	NONE GENERAL OPERATIONS	PUBLIC	200,000.
OPERATION AWARE 7226 E 41ST STREET TULSA, OK 741454504	NONE GENERAL OPERATIONS	PUBLIC	7,500.
POSITIVE TOMORROWS P.O. BOX 61190 OKLAHOMA CITY CITY, OK 73146	NONE GENERAL OPERATIONS	PUBLIC	20,000.
RAINBOW FLEET 3024 PASEO OKLAHOMA CITY, OK 73103	NONE GENERAL OPERATIONS	PUBLIC	5,000.
REGIONAL FOOD BANK OF OKLAHOMA 3355 S. PURDUE OKLAHOMA CITY CITY, OK 731370968	NONE GENERAL OPERATIONS	PUBLIC	100,000.
ROCKY MOUNTAIN NATURE ASSOCIATION P.O. BOX 3100 ESTES PARK, CO 80517	NONE GENERAL OPERATIONS	PUBLIC	25,000.

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

SCHOOLS FOR HEALTHY LIFESTYLES 500 N. BROADWAY, STE 225 OKLAHOMA CITY, OK 73102	NONE GENERAL OPERATIONS	PUBLIC	1,000.
SEARCH DOG FOUNDATION 501 EAST OJAI AVENUE OJAI, CA 93023	NONE GENERAL OPERATIONS	PUBLIC	20,000.
THE AMERICAN SADDLEBRED MUSEUM 4083 IRON WORKS PARKWAY LEXINGTON, KY 405118401	NONE GENERAL OPERATIONS	PUBLIC	60,000.
THE CHILDREN'S CENTER 6800 N.W. 39TH EXPRESSWAY BETHANY, OK 73008	NONE GENERAL OPERATIONS	PUBLIC	40,000.
THE CHRISTMAS CONNECTION 325 SW 25TH ST OKLAHOMA CITY, OK 73109	NONE GENERAL OPERATIONS	PUBLIC	25,000.
THE PARENT CHILD CENTER OF TULSA 1421 S. BOSTON TULSA, OK 74119	NONE GENERAL OPERATIONS	PUBLIC	10,000.
TULSA BALLET 4512 SOUTH PEORIA AVENUE TULSA, OK 741054563	NONE GENERAL OPERATIONS	PUBLIC	35,000.
TULSA CASA, INC. 700 SOUTH BOSTON, SUITE 230 TULSA, OK 74119	NONE GENERAL OPERATIONS	PUBLIC	10,000.
UNIVERSITY OF COLORADO FOUNDATION 4740 WALNUT STREET BOULDER, CO 80301	NONE GENERAL OPERATIONS	PUBLIC	25,000.
UNIVERSITY OF OKLAHOMA FOUNDATION, INC. 100 TIMBERDELL RD NORMAN, OK 73019	NONE GENERAL OPERATIONS	PUBLIC	2,409,000.

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

VARIETY HEALTH CENTER	NONE	PUBLIC	5,000.
P.O. BOX 2098 OKLAHOMA CITY	GENERAL OPERATIONS		
CITY, OK 73101			

YOUTH CORNERSTONE, INC.	NONE	PUBLIC	5,000.
1911 CLASSEN BLVD OKLAHOMA CITY	GENERAL OPERATIONS		
CITY, OK 73154			

YOUTH SERVICES OF TULSA	NONE	PUBLIC	15,000.
311 SOUTH MADISON TULSA, OK	GENERAL OPERATIONS		
74120			

TOTAL TO FORM 990-PF, PART XV, LINE 3A

8,733,520.

FORM 990-PF

GRANTS AND CONTRIBUTIONS
APPROVED FOR FUTURE PAYMENT

STATEMENT 12

RECIPIENT NAME AND ADDRESS	RECIPIENT RELATIONSHIP AND PURPOSE OF GRANT	RECIPIENT STATUS	AMOUNT
ALLY'S HOUSE P.O. BOX 72267 NORMAN, OK 73070	NONE GENERAL OPERATIONS	PUBLIC	10,000.
ALZHEIMER'S ASSOCIATION 3355 NW 58TH STREET, SUITE 220 OKLAHOMA CITY, OK 73112	NONE GENERAL OPERATIONS	PUBLIC	10,000.
ANIMAL RESCUE FREINDS, INC. 1009 N.W. 75TH STREET OKLAHOMA CITY, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	10,000.
BIG BROTHERS BIG SISTERS OF OKLAHOMA 5151 E. 51ST STREET, STE 101 TULSA, OK 74135	NONE GENERAL OPERATIONS	PUBLIC	15,000.
BOYS AND GIRLS CLUBS OF OKLAHOMA COUNTY 3101 N. CLASSEN BLVD #203 OKLAHOMA CITY, OK 73118	NONE GENERAL OPERATIONS	PUBLIC	50,000.
BRIDGES 1670 N. STUBBEMAN NORMAN, OK 73069	NONE GENERAL OPERATIONS	PUBLIC	5,000.
CALM WATERS CENTER FOR CHILDREN AND FAMILIES 3525 N.W. 56TH BLDG A STE 150 OKLAHOMA CITY, OK 73112	NONE GENERAL OPERATIONS	PUBLIC	10,000.
CASADY SCHOOL 9500 N PENNSYLVANIA AVE. OKLAHOMA CITY, OK 73120	NONE GENERAL OPERATIONS	PUBLIC	200,000.

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

CLAREHOUSE 7324 E 49TH PL TULSA, OK 74145	NONE GENERAL OPERATIONS	PUBLIC	30,000.
COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 231871776	NONE GENERAL OPERATIONS	PUBLIC	10,000.
CRITTER TALES, INC. 5808 N.W. 45TH STREET WARR ACRES, OK 73122	NONE GENERAL OPERATIONS	PUBLIC	2,500.
DEAN MCGEE EYE INSTITUTE 608 STANTON L. YOUNG BLVD. OKLAHOMA CITY, OK 73104	NONE GENERAL OPERATIONS	PUBLIC	910,000.
I2E 840 RESEARCH PARKWAY OKLAHOMA CITY, OK 73104	NONE GENERAL OPERATIONS	PUBLIC	20,000.
JEWISH HOSPITAL & ST. MARY'S FOUNDATION 200 ABRAHAM FLEXNER WAY LOUISVILLE, KY 40202	NONE GENERAL OPERATIONS	PUBLIC	50,000.
LAST FRONTIER COUNCIL - BOY SCOUTS OF AMERICA 3031 NW 64TH ST OKLAHOMA CITY, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	53,260.
MERCY HEALTH CENTER FOUNDATION 4300 WEST MEMORIAL ROAD OKLAHOMA CITY, OK 73120	NONE GENERAL OPERATIONS	PUBLIC	50,000.
NATIONAL COWBOY & WESTERN HERITAGE MUSEUM 1700 NE 63RD STREET OKLAHOMA CITY, OK 73111	NONE GENERAL OPERATIONS	PUBLIC	1,702,000.
OKLAHOMA CENTENNIAL BOTANICAL GARDEN 2 W 6TH, SUITE 325 TULSA, OK 74119	NONE GENERAL OPERATIONS	PUBLIC	25,000.

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

OKLAHOMA CITY BOATHOUSE FOUNDATION P.O. BOX 513 OKLAHOMA CITY, OK 73101	NONE GENERAL OPERATIONS	PUBLIC	75,000.
OKLAHOMA GOODWILL INDUSTRIES P.O. BOX 2780 OKLAHOMA CITY, OK 73101	NONE GENERAL OPERATIONS	PUBLIC	100,000.
OKLAHOMA HERITAGE ASSOCIATION 1400 CLASSEN DRIVE OKLAHOMA CITY, OK 73106	NONE GENERAL OPERATIONS	PUBLIC	50,000.
OKLAHOMA OUTREACH FOUNDATION 1700 W. BRITON ROAD OKLAHOMA CITY, OK 73120			25,000.
OKLAHOMA STATE UNIVERSITY FOUNDATION P.O. BOX 1749 STILLWATER, OK 74076	NONE GENERAL OPERATIONS	PUBLIC	200,000.
PARENTS ASSISTANCE CENTER 415 NW 5TH STREET OKLAHOMA CITY, OK 73102	NONE GENERAL OPERATIONS	PUBLIC	15,000.
SADDLEBRED RESCUE, INC. 4083 IRON WORKS PARKWAY LEXINGTON, KY 405118401	NONE GENERAL OPERATIONS	PUBLIC	20,519.
THE CENTER FOR INDIVIDUALS WITH PHYSICAL CHALLENGES 815 SOUTH UTICA AVENUE TULSA, OK 74104	NONE GENERAL OPERATIONS	PUBLIC	20,000.
THE CHILDREN'S CENTER 6800 N.W. 39TH EXPRESSWAY BETHANY, OK 73008	NONE GENERAL OPERATIONS	PUBLIC	40,000.
THE EDUCATION & EMPLOYMENT MINISTRY 14 NE 13TH STREET OKLAHOMA CITY, OK 73104	NONE GENERAL OPERATIONS	PUBLIC	25,000.

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

THE NATURE CONSERVANCY 1001 NW 63RD STREET,SUITE 260 OKLAHOMA CITY, OK 73116	NONE GENERAL OPERATIONS	PUBLIC	20,000.
TOUCHSTONE YOUTH PROJECT P.O. BOX 643 OKLAHOMA CITY, OK 73101	NONE GENERAL OPERATIONS	PUBLIC	5,000.
TULSA CASA, INC. 700 SOUTH BOSTON, SUITE 230 TULSA, OK 74119	NONE GENERAL OPERATIONS	PUBLIC	10,000.
UNIVERSITY OF OKLAHOMA FOUNDATION, INC. 100 TIMBERDELL RD NORMAN, OK 73019	NONE GENERAL OPERATIONS	PUBLIC	1,939,000.

TOTAL TO FORM 990-PF, PART XV, LINE 3B

5,707,279.

E L & THELMA GAYLORD FOUNDATION 73-1463569
GAIN/(LOSS) ON SALES
2009

<u>Description</u>	<u>Date</u>		<u>Sales</u>		<u>Gain</u>	
	<u>Acquired</u>	<u>Sold</u>	<u>Proceeds</u>	<u>Basis</u>	<u>(Loss)</u>	
Sweden Kingdom	3/14/2008	1/28/2009	\$ 866,551 13	\$ 1,160,843 11	\$ (294,291 98)	
Ford Motor Credit Co Sr Notes	5/16/2008	1/12/2009	200,000 00	200,000 00	-	
Baker Hughes Inc Notes	5/1/2006	1/15/2009	845,000 00	845,000 00	-	
Credit Suisse First Boston	12/7/2004	1/15/2009	315,000 00	315,000 00	-	
Federal Natl Mtg Assn Debs	1/7/2005	1/15/2009	300,000 00	300,000 00	-	
Morgan Stanley	10/21/2004	1/15/2009	265,000 00	265,000 00	-	
U S Treasury Notes Ser D-2009	5/1/2006	1/15/2009	2,500,000 00	2,408,450 00	91,550 00	
Federal Farm Credit Bank Cons- Called	5/15/2008	1/16/2009	200,000 00	200,000 00	-	
Federal Farm Credit Bank Cons- Called	3/4/2008	1/22/2009	250,000 00	250,000 00	-	
Switzerland	3/14/2008	2/11/2009	430,292 50	500,750 00	(70,457 50)	
Citigroup Inc Global	12/7/2004	2/9/2009	315,000 00	315,000 00	-	
Federal Farm Credit Bank - Called	3/4/2008	2/9/2009	250,000 00	250,000 00	-	
May Dept Stores Co Global	5/1/2006	2/11/2009	500,000 00	500,000 00	-	
Federal Farm Credit Bank - Called	4/4/2008	3/2/2009	300,000 00	300,000 00	-	
Federal Farm Credit Bank - Called	4/16/2008	3/3/2009	400,000 00	400,000 00	-	
United Kingdom Treasury	8/13/2007	3/7/2009	309,600 00	453,105 00	(143,505 00)	
United Kingdom Treasury	12/14/2007	3/7/2009	701,760 00	1,031,220 00	(329,460 00)	
United Kingdom Treasury	3/5/2008	3/7/2009	205,024 00	296,688 80	(91,664 80)	
U S Treasury Ser G-2009	11/5/2004	4/15/2009	500,000 00	498,129 09	1,870 91	
U S Treasury Ser G-2009	12/14/2004	4/15/2009	400,000 00	397,803 44	2,196 56	
Norwegian Government	4/20/2007	5/15/2009	511,528 25	563,025 21	(51,496 96)	
Norwegian Government	12/6/2007	5/15/2009	390,899 20	467,153 28	(76,254 08)	
Norwegian Government	3/14/2008	5/15/2009	305,390 00	392,003 13	(86,613 13)	
Norwegian Government	9/3/2008	5/15/2009	76,347 50	90,571 50	(14,224 00)	
Norwegian Government	9/3/2008	5/15/2009	335,929 00	398,514 62	(62,585 62)	
Newell Rubbermaid Inc - Partial Tender	2/12/2009	5/1/2009	71,710 00	71,000 00	710 00	
Conagra Foods Inc - Partial Tender	11/18/2008	5/5/2009	190,015 00	178,000 00	12,015 00	
General Motors Accept Corp	5/16/2008	5/15/2009	111,000 00	111,000 00	-	
Viacom Inc - Tendered	2/4/2009	5/18/2009	103,500 00	100,000 00	3,500 00	
Canada Government	8/13/2007	6/1/2009	421,168 18	438,220 45	(17,052 27)	
Capital One Bank	2/2/2005	6/15/2009	300,000 00	300,000 00	-	
Caterpillar Finsvc Corp	10/21/2004	6/15/2009	265,000 00	265,000 00	-	
American Express Notes	11/4/2004	6/17/2009	300,000 00	300,000 00	-	
Republic Austria	3/14/2008	7/15/2009	1,050,750 00	1,174,800 00	(124,050 00)	
New Zealand Govt	4/20/2007	7/15/2009	512,800 00	598,960 00	(86,160 00)	
New Zealand Govt	8/13/2007	7/15/2009	378,190 00	436,600 00	(58,410 00)	
New Zealand Govt	9/3/2008	7/15/2009	137,815 00	147,318 00	(9,503 00)	
New Zealand Govt	9/3/2008	7/15/2009	320,500 00	343,950 00	(23,450 00)	
Ameriprise Financial	2/4/2009	7/30/2009	89,610 00	87,000 00	2,610 00	
Australian Government	8/13/2007	9/15/2009	635,112 50	628,780 00	6,332 50	
Australian Government	3/14/2008	9/15/2009	643,637 50	711,134 50	(67,497 00)	
Daimlerchrysler	5/19/2006	9/1/2009	200,000 00	200,000 00	-	
General Electric Cap Corp Global	10/8/2008	9/1/2009	200,000 00	200,000 00	-	
Merrill Lynch & Co	11/4/2004	9/10/2009	300,000 00	300,000 00	-	
Bellsouth Telecommunication	10/8/2008	9/15/2009	200,000 00	200,000 00	-	
CVS Corp	5/1/2006	9/15/2009	500,000 00	500,000 00	-	
General Electric Cap Corp Medium	10/8/2008	9/15/2009	200,000 00	200,000 00	-	
Home Depot Inc	5/1/2006	9/15/2009	1,000,000 00	1,000,000 00	-	
IBM Corp	10/21/2004	9/15/2009	265,000 00	265,000 00	-	
SBC Communications Inc	11/4/2004	9/15/2009	300,000 00	300,000 00	-	
Donnelley R R & Sons - Tendered	5/1/2006	9/17/2009	505,000 00	500,000 00	5,000 00	
France Government	4/20/2007	10/25/2009	638,765 00	585,445 00	53,320 00	
U S Treasury Notes Ser N-2009	11/5/2004	10/15/2009	500,000 00	500,781 25	(781 25)	
U S Treasury Notes Ser N-2009	12/14/2004	10/15/2009	400,000 00	399,861 55	138 45	
Switzerland Government	3/14/2008	11/5/2009	490,918 00	500,750 00	(9,832 00)	
Diageo Capital PLC Medium Term	1/7/2005	11/1/2009	300,000 00	300,000 00	-	
Avon Products Inc	5/19/2006	11/15/2009	400,000 00	400,000 00	-	
Swedish Government	7/18/2008	12/1/2009	434,253 87	510,633 29	(76,379 42)	
Federal Home Loan Mtg Corp	1/7/2005	12/15/2009	300,000 00	300,000 00	-	

TOTAL - GAIN/(LOSS)

\$ 24,338,066 63

\$ 25,852,491 22

\$ (1,514,424 59)

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

A STATEMENT ATTACHED TO AND MADE A PART OF
RETURN OF PRIVATE FOUNDATION (FORM 990-PF)
FOR THE YEAR ENDED DECEMBER 31, 2009

Instructions for Submitting an Application

In order to initiate a proposal to the E.L. and Thelma Gaylord Foundation, a brief narrative description of the project, no longer than two pages, must be submitted along with an application form. The purpose of this process is to give applicants more flexibility in describing the important and unique features of their project. The description should include specific information about the need for the project, financial aspects and expected outcomes.

The following items must accompany the application form and narrative description:

I. Agency or Organization Information

- Copy of most current Internal Revenue Service letter granting tax exempt status
- Sources of funding
- Current financial information

II. Proposed Project Information

- Budget for the project
- Amount of support requested from the E.L. and Thelma Gaylord Foundation
- Timetable for the project

III. Public Organizations

If the organization is a public organization or any university/college, the President of the organization must sign the application. In addition, if the organization is a public organization, university or college, the application must be made through the organization's foundation (if one exists).

E.L. AND THELMA GAYLORD FOUNDATION

73-1463569

A STATEMENT ATTACHED TO AND MADE A PART OF
RETURN OF PRIVATE FOUNDATION (FORM 990-PF)
FOR THE YEAR ENDED DECEMBER 31, 2009

**ELECTION TO TREAT QUALIFYING DISTRIBUTIONS
AS MADE OUT OF CORPUS**

The Foundation hereby elects pursuant to Reg. 53.4942(a)-3(d)(2) to treat \$2,833,661 of the current year qualifying distributions as made from Corpus.



Christine Everest, Co-Trustee

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2007	(c) 2007	(d) 2008
1 Distributable amount for 2008 from Part XI, line 7				9,691,491.
2 Undistributed income, if any, as of the end of 2007				
a Enter amount for 2007 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2008.				
a From 2003				
b From 2004				
c From 2005				
d From 2006				
e From 2007	2,855,045.			
f Total of lines 3a through e	2,855,045.			
4 Qualifying distributions for 2008 from Part XII, line 4: ▶ \$ 9,199,536.				
a Applied to 2007, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	2,363,090.			
d Applied to 2008 distributable amount				6,836,446.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2008 (If an amount appears in column (d), the same amount must be shown in column (a).)	2,855,045.			2,855,045.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,363,090.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2007 Subtract line 4a from line 2a. Taxable amount - see instr			0.	
f Undistributed income for 2008 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2009				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2003 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2009. Subtract lines 7 and 8 from line 6a	2,363,090.			
10 Analysis of line 9:				
a Excess from 2004				
b Excess from 2005				
c Excess from 2006				
d Excess from 2007				
e Excess from 2008	2,363,090.			

Form **8868**

(Rev. April 2009)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
 - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 6-month extension on a previously filed Form 8868**

INTERNAL REVENUE SERVICE
W & I - FIELD ASSISTANCE
OKLAHOMA CITY, OK 73102
MAY 11 2010
RECEIVED
42207

Part I Automatic 3-Month Extension of Time.

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts required to file Form 990-T to request an extension of time to file income tax returns.

Electronic Filing (e-file). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Type or print File by the due date for filing your return. See instructions.	Name of Exempt Organization E.L. AND THELMA GAYLORD FOUNDATION	Employer identification number 73-1463569
	Number, street, and room or suite no. If a P.O. box, see instructions P.O. BOX 25125	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions OKLAHOMA CITY, OK 73125	

Check type of return to be filed (file a separate application for each return):

- | | | |
|---|---|------------------------------------|
| <input type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation) | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ | <input type="checkbox"/> Form 990-T (trust other than above) | <input type="checkbox"/> Form 6069 |
| <input checked="" type="checkbox"/> Form 990-PF | <input type="checkbox"/> Form 1041-A | <input type="checkbox"/> Form 8870 |

E. L. & THELMA GAYLORD FOUNDATION

- The books are in the care of ► **9000 BROADWAY EXTENSION - OKLAHOMA CITY, OK 73114**

Telephone No. ► **405/475-3200**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

- 1** I request an automatic 3-month (6-months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2010**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2009** or
- ☐ tax year beginning _____, and ending _____

- 2** If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	152,500.
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	189,360.
c Balance Due. Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 4-2009)